

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
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IN RE
TOWER AUTOMOTIVE ERISA
LITIGATION

CIVIL ACTION NO:
05-cv-2184 (RWS)

J
**[PROPOSED] ORDER DIRECTING DISTRIBUTION OF
THE NET PROCEEDS OF THE SETTLEMENT FUND**

Interim Class Counsel having filed the Motion for Order Directing Distribution of the Proceeds of the Net Settlement Fund, the Court having duly considered the submissions presented with respect to the foregoing, and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

I. DEFINITIONS

1. Capital terms used herein shall have the meanings ascribed to them in the Class Action Settlement Agreement dated September 4, 2007, or in the Plan of Allocation.
2. "Plaintiffs" shall mean the Named Plaintiffs and each member of the Settlement Class, as defined in Section 1.29 of the Class Action Settlement Agreement.

II. APPROVAL OF PAYMENTS FROM THE SETTLEMENT FUND

1. New York Life Investment Management LLC is hereby awarded \$5,000 as reimbursement for its reasonable costs and expenses it will incur in connection with the calculation and payment of the Net Proceeds to Plaintiffs pursuant to the Plan of Allocation, with such amount to be paid from the Settlement Fund.
2. The payment of \$137,974.28 from the Settlement Fund to the Garden City Group ("GCG") is hereby approved as reimbursement for additional reasonable costs and expenses.

III. AMOUNT TO BE DISTRIBUTED

1. The total amount to be distributed to the Plaintiffs (the "Distribution Amount") shall be the Net Proceeds as defined in Section 8.2.4 of the Class Action Settlement Agreement, minus any reasonable and necessary out-of-pocket expenses for the implementation of the Plan of Allocation approved by the Court, as contemplated by Section 10.1 of the Class Action Settlement Agreement and as approved in Section II above.

IV. CALCULATION OF EACH MEMBER'S SHARE OF THE DISTRIBUTION AMOUNT

1. Pursuant to the Plan of Allocation, GCG has (a) calculated an Adjusted Net Loss for each Plaintiff; (b) aggregated the Net Losses to yield a loss to the Plan as a whole (the "Plan Loss"); (c) calculated a fractional share of the Plan Loss for each Member by dividing each Member's Net Loss by the Plan Loss; and (d) preliminarily calculated for each Member an approximate dollar recovery by multiplying the Member's fractional share by the approximate Distribution Amount.
2. The Plan Trustee has identified all Plaintiffs who are no longer enrolled in the Plan as of September 30, 2008. All such Members whose dollar recovery under the GCG's preliminary calculation is less than fifty dollars (\$50), shall receive an allocation from the Distribution Amount of zero, and the dollar recovery otherwise allocable to such Members shall be reallocated among other Members by recalculating the fractional shares so as to arrive at a final fractional share.
3. The Plan trustee has identified all Plaintiffs who are currently enrolled in the Plan as of September 30, 2008. All such Members whose dollar recovery under the

GCG's preliminary calculation is less than ten dollars (\$10), shall receive an allocation from the Distribution Amount of zero, and the dollar recovery otherwise allocable to such Persons shall be reallocated among other Plaintiffs by recalculating the fractional shares so as to arrive at a final fractional share.

4. The final dollar recovery to be distributed to each eligible Member shall be equal to the final fractional share multiplied by the Distribution Amount.

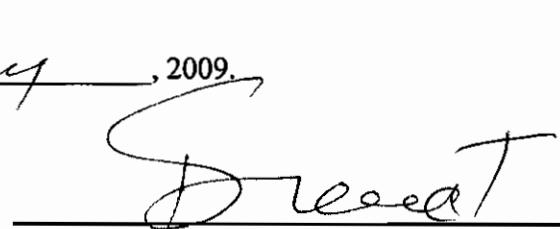
V. DISTRIBUTION OF THE ALLOCATED AMOUNTS

1. Members Who Are Current Plan Participants. As soon as practicable after receipt of the Net Proceeds, the Plan trustee shall cause to be deposited into such Member's account his or her dollar recovery as calculated above. The deposited amount shall be allocated among the Member's investment options in accordance with the existing investment elections then in effect and treated thereafter for all purposes under the Plan as assets of the Plan properly credited to that Member's account.
2. Members Who Are Former Plan Participants Or Beneficiaries Thereof. With respect to any Member who has terminated his or her account prior to distribution of the Net Proceeds, the Plan trustee shall invest any dollar recovery to such Member in a suitable short term investment vehicle, the primary purpose of which is the preservation of assets, pending distribution to the Member. Pursuant to the request of any such Member, the deposited amount, plus interest, shall be distributed to such Member in the same manner as a qualified distribution from the Plan pursuant to ERISA and the Internal Revenue Code.

VI. CONTINUING JURISDICTION

The Court will retain jurisdiction over this Plan of Allocation to the extent necessary to ensure that it is fully and fairly implemented.

ORDERED this 27 day of May, 2009.



Hon. Robert W. Sweet
United States District Judge